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September 15, 1998

RECORDATION NO. 21649

FILED

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

SEP 16 '98

10-11 AM

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Janice,

Enclosed are original plus 2 copies, all notarized. They are Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and The Detroit Edison Company dated 9/1/98 – Schedule No. 1. The CIT Group/Equipment Financing Inc and The Detroit Edison Company dated 9/1/98 – Schedule No. 2. The CIT Group/Equipment Financing Inc. and The David J. Joseph Company dated 9/8/98

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

**800-634-9738**

SEP 16 '98

10-11 AM

## FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15<sup>th</sup> day of September, 1998, is made by The Detroit Edison Company, a New York corporation, with an address at 2000 Second Avenue, Detroit, Michigan 48226 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: *Lawrence Littlefield*  
Name: Lawrence Littlefield  
Title: Vice President

THE DETROIT EDISON COMPANY

By: *Larry A. Ross* 9/27/98  
Name: Larry A. Ross  
Title: Director Operations & Logistics

SCHEDULE NO. 01

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
240	Aluminum rotary dump Bethgon Coalporters.	CEFX 40115-40354

STATE OF MI )  
 ) SS:  
COUNTY OF Wayne)

On this 27<sup>th</sup> day of August, 19 98 before me personally appears Larry A. Rose, to me personally known, who by me duly sworn, says that he/she is the Director - Operations & Logistics of THE DETROIT EDISON COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Diane B. Bednarski  
Notary Public  
DIANE R. BEDNARSKI  
Notary Public, Macomb County, MI  
My Commission Expires Dec. 22, 2002  
Acting in Wayne County

[SEAL]

My Commission expires:

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 1<sup>st</sup> day of September, 1998 before me personally appears LAWRENCE G. LITREFIELD, to me personally known, who by me duly sworn, says that he/~~she~~ is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998 2000